

EXHIBIT "D"

Page 1 of 2



Melissa Clark
Product/Local Market Technology

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April 18, 1997

Ms. Carol Jarman
Director
BellSouth Interconnection
Suite 440
Two Chase Corporate Drive
Birmingham, Alabama 35244

Dear Carol:

While we were optimistic after our January 23 meeting with BellSouth's Account Team serving Sprint that service order and installation processes would improve, Sprint Metropolitan Networks (SMNI) continues to experience delays with the majority of its orders placed with BellSouth. I am writing to request your assistance in quickly addressing several issues associated with these delays which have resulted in missed SMNI service installation commitments on multiple occasions.

First, BellSouth continues to miss its commitment to SMNI to return Customer Service Record (CSR) requests and Firm Order Confirmations (FOCs) within 48 hours of receipt. It is the exception when a CSR or FOC is returned in 48 hours. Usually, a follow-up call must be placed by SMNI to inquire as to status and to escalate the request for CSR or FOC return. As an example, during the week of March 30, numerous orders were delayed or rescheduled because SMNI was unable to acquire vital information in order to properly provision service to its customers.

A second source of concern is that SMNI has been informed by the Birmingham LCSC that there are only three individuals in their office that are able to properly accept and process SMNI orders. At one point, of the three, two were out of the office, leaving only one person to handle the entire work load. Even when specific orders were escalated, the responses by BellSouth included, "I have found your ASRs and will have Nancy process them when she returns on Monday." This was an escalation on Thursday, 4/3 for an order due 4/10. (Nancy was returning on 4/7.) Another response provided to SMNI was, "I have ten of your (SMNI) orders on my desk. Which one do you want first?"

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Carol, the clear impression of the SMNI team is that the LCSC is significantly under-resourced to effectively handle SMNI orders. In addition, poor workforce scheduling has frequently made a bad situation worse.

To illustrate, by special arrangement with BellSouth, SMNI recently submitted ASRs on 4/3 for 143 lines for a large business customer with an FOC return commitment of 4/10. Correct FOCs were not been received until 4/16.

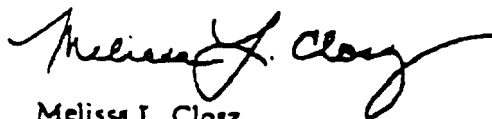
In another recent example, SMNI submitted ASRs on 3/17 with a 4/11 due date. Sprint had also sold this customer a PBX, and the customer requested that the service cut-over and PBX installation be handled concurrently. BellSouth was unable to locate the 3/17-dated ASR, was subsequently slow in responding, failing to return the FOC until 4/9, and on 4/10 determined that BellSouth would not be able to convert service on the requested due date. BellSouth requested an additional week to properly provision and prepare for the conversion. Needless to say, the entire cutover had to be postponed and the customer was furious.

Finally, three SMNI customer orders are currently delayed because of BellSouth's inability to properly provision an SMNI service order when the BellSouth service is provisioned utilizing a "DACS-mapped integrated SLC." For one of these customers, tests were performed while partnering with BellSouth to engineer service reusing the "DACS-mapped integrated SLC" facility. The tests were successful, SMNI special-ordered channel cards for its central office in order to provision the services and orders were subsequently submitted to BellSouth. BellSouth then informed SMNI that they were unable to process the orders and the conversions would be delayed until new facilities could be provisioned or until BellSouth could determine "how and if" they would provision this type of service request. The ASR for one of the three customers referenced was first submitted to BellSouth in September, 1996, and has been repeatedly scheduled, re-scheduled, and delayed.

Carol, I am asking for your assistance in addressing the above issues and would appreciate your response as to the nature and time-frames of the proposed resolutions.

Please contact me if you need additional detail. I look forward to your response.

Sincerely,



Melissa L. Closs

cc: Joe Baker- BellSouth
George Head- Sprint
Richard Warner- Sprint.
Bill Bolt- BellSouth

EXHIBIT “E”

EXHIBIT "E"

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© BELLSOUTH

BellSouth Interconnection Services
Suite 440
Two Chessa Corporate Drive
Birmingham, Alabama 35244

Fax 205 988-1588
205 988-1700

Carol B. Jarman
Sales Assistant Vice President
Sprint Account Team

April 25, 1997

Ms. Melissa Closz
Director Local Market Development
Sprint Metropolitan Networks, Inc.
154 Southhall Lane Suite 4008
Maitland, FL 32751

Dear Melissa:

Thank you for your letter dated April 18. You expressed several concerns and I will address each of them.

The first issue in your letter was BellSouth's failure to meet the 48 hour commitment on Firm Order Confirmations (FOC). The primary reason for this has been a lack of resources. We have been working diligently to increase our personnel. Next week we will add 14 service representatives to our Birmingham office to handle Unbundled Network Element service requests. In approximately 2 weeks, 18 additional service representatives will complete their basic training. This represents an increase of more than 300 percent and will enable the LCSC to process your service requests in a more timely manner and meet our 48 hour FOC commitment.

We recently implemented new software to improve the automated delivery of Customer Service Records. In addition, a Project Manager has been charged with reviewing the process, documenting procedures and assigning responsibilities. There will also be an additional management person to supervise the clerical staff.

As you are aware, the account team is working diligently to transition SMNI to EXACT, which is a mechanized service ordering interface. We have scheduled a visit to your Orlando offices on May 7-9 to help facilitate that transition and will bring several subject matter experts to give hands on training to your personnel. This will also contribute to a more timely flow of information.

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Ms. Melissa Closz
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April 25, 1997

Your additional concerns also relate to a lack of resources. Once again, the increase in personnel should alleviate this problem. We are sorry that the responses you received when inquiring about your orders were not in keeping with your expectations or BellSouth's desire to provide you the best possible service. As set forth above, BellSouth is taking the necessary steps to make sure this does not happen again.

I am not in a position to give you a definite answer regarding "DACS-mapped integrated SLC." BellSouth does not have any Methods and Procedures (M&P's) in place for a DACS cutover. A change in company policy has to be made before we can provision these orders. However, this has been escalated and we will provide you with a status on this issue next week.

I sincerely apologize for any inconvenience we have caused your company. The account team is acutely aware of the importance of prompt response times for service and provisioning in today's local environment. Toward that end, we will continue champion your needs within BellSouth.



cc: George Head - Sprint
Joe Baker - BellSouth
Richard Warner - Sprint
Bill Bolt - BellSouth

EXHIBIT “F”

EXHIBIT "F"

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George V. Head
Vice President
Local Market Integration
7301 College Blvd
Overland Park KS 66210
KSOPKV0203
Phone: 913-534-6102
Fax: 913-534-6304

May 1, 1997

BellSouth Telecommunications, Inc.
Mr. Joseph M. Baker
Vice President - Sales
Interconnection Services
675 West Peachtree Street, N. E.
Suite 4423
Atlanta, Georgia 30375

Dear Mr. Baker:

I am in receipt of Carol Jarman's letter to Melissa Closz dated April 27, 1997. I appreciate BellSouth meeting its Friday commitment with a response to the service difficulties we continue to experience. Carol and I also spoke briefly on Friday afternoon.

We agree with Carol's conclusion that BellSouth has not adequately staffed its LCSC. It has been our experience with other suppliers, however, that merely adding people, by itself, will not solve the service problem. Sprint recommends that a joint quality team be established that has the charter to mutually map the end-to-end process and identify opportunities for cycle time reduction and accuracy improvement. The team should also gain agreement on measurement metrics and metric calculation formulas and data sources.

Sprint also requests that, if not already in place, that BellSouth dedicate resources in its LCSC specifically to Sprint's account service needs. Sprint

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commits to provide timely forecasts to assist in appropriately sizing the group dedicated to Sprint's account.

We are hopeful that BellSouth's EXACT system will provide an acceptable interim interface for the local loop portion of SMNI service orders. The team that meets in Orlando next month should attempt to quantify the number and type of orders that may be processed through the EXACT automated interface.

With respect to BellSouth's 48 hour FOC commitment, it should be noted that Sprint does not consider 48 hour turn around to be an acceptable performance level. In a manual environment, Sprint believes that 24 hours is readily achievable. When automated processes are implemented, a 4 hour turnaround is expected and achievable. Absent this level of performance, BellSouth will be unable to meet its obligation to serve CLECs with the same speed and quality with which it serves its end user customers.

In our view, BellSouth has made no progress against its commitments made on January 23rd in Orlando. BellSouth's lack of performance has been harmful to Sprint's relationship with its customers, caused financial harm to Sprint and its customers, and is an impediment to the development of competition in Central Florida. As such, Sprint must regrettably insist that BellSouth fix its provisioning process, with demonstrated results, prior to 6-1-97. If not, Sprint will be forced to seek other remedies to achieve the service quality Sprint and its customers deserve and are legally entitled to receive.

Sincerely,



George V. Head

GVH:tlt

c: John Cascio
Melissa Closz
Ellen D'Amato
Carol Jarman (BS)
Rich Morris
Bob Runke
Gary Owens

EXHIBIT “G”

EXHIBIT "G"

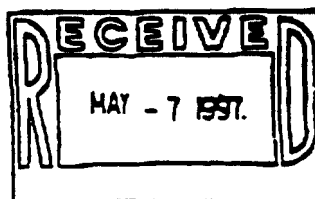
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BELLSOUTH

BellSouth Telecommunications, Inc.
Suite 6025
575 West Peachtree Street, N.E.
Atlanta, Georgia 30375
404 527-7145
Fax 404 525-4245

Joseph M. Baker
Vice President - Sales
Interconnection Services

May 5, 1997



Mr. George V. Head
Vice President
Local Market Integration
Sprint
7301 College Boulevard
Overland Park, KS 66210

Dear George:

This letter is in reply to your correspondence of May 1, 1997. I hope you did not misunderstand Carol Jarman's explanation of what is being done to satisfy Sprint Metro's business requirements. BellSouth is committed to serving Sprint Metro in the best manner reasonably possible. I will, however, address the issues raised in order to prevent any misunderstanding concerning BellSouth's commitment to providing Sprint Metro and Sprint NIS with appropriate service levels.

As you know, BellSouth has already taken substantial steps to ensure that Sprint NIS receives an appropriate level of service. Sprint NIS's interface with BellSouth is through a dedicated account team. Moreover, a portion of this team is assigned to work with both Sprint NIS and Sprint Metro to facilitate their working relationships with BellSouth as they enter local markets in the Southeast. Further, a project manager and a newly appointed customer support manager have been added to the LCSC to provide additional support in processing orders and addressing service needs. We are in the process of establishing an implementation team of subject matter experts to facilitate our CLEC customer's start up operation. As soon as this team is in place and properly trained, we will set up a series of meetings with Sprint to review end-to-end processes and to look for ongoing improvements.

These managers and Sprint's account team are in daily contact with their counterparts at Sprint NIS, Sprint Metro, and the LCSC. BellSouth account management for Sprint Metro was transitioned to the Sprint Account Team in January in order to provide dedicated support that is experienced in dealing with Sprint and its requirements.

As Carol pointed out in her letter to Melissa Close, additional service representatives to handle service requests for unbundled network elements were added to the LCSC the week of April 28, and more representatives will complete training and join the LCSC staff the week of May 12. Though Sprint NIS has currently issued no orders for service, I believe, assuming BellSouth is provided reasonable forecasts from Sprint NIS in a timely fashion, the LCSC and the Sprint dedicated account team will be able to provide Sprint NIS with the proper level of service once Sprint NIS begins to place orders.

BellSouth has asked Sprint NIS for forecasts of the number of expected orders since December 1996. We appreciate that forecasting can be difficult, but to date the information BellSouth has received is too general to be useful for planning and staffing purposes. In order to be of value, BellSouth will need specific forecast information by month, area, number/type of lines (e.g., residence, business, trunk, ESSX/MultiServ, etc.), UNEs and number/type of service orders (new, disconnect, move, record only, change, etc.).

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George W. Head
Sprint

Page 2
5/3/97

It was mentioned in your letter that Sprint does not consider the 48 hour FOC commitment acceptable; however, the 48 hour FOC commitment is recognized as the standard by Sprint Metro in Mr. Class's April 18 letter. BellSouth intends to fulfill its commitment to Sprint Metro in this regard. While the 48 hour FOC commitment is at issue between Sprint NIS and BellSouth in current contract negotiations, this disagreement does not support the observation that a 48 hour FOC commitment on the part of BellSouth is somehow improper or inappropriate.

Lastly, BellSouth will provide hands-on training to Sprint Metro on the EXACT system on May 8. This system should minimize manual intervention and streamline order flow. As you know, the account team and BellSouth's subject matter experts have worked extensively with Sprint NIS to set forth fully the options for electronic interfaces and to determine the best applications for Sprint NIS's use.

George, BellSouth values Sprint as a long term customer, and it is our desire to maintain a relationship with Sprint that is based upon mutual respect, trust and commitment. I can assure you BellSouth is committed to do what it can to promote a positive and productive business relationship with Sprint.

Sincerely,



J. M. Baker

Copy: Ellen D'Amato
Carol Jernan
Orry Owens
Bob Runke

EXHIBIT “H”

BellSouth FOC Problems **April 1997**

APRIL 1997

FOC PROBLEMS (OVER 48 HOURS)

(FOC = Firm Order Confirmation)
 (ASR = Access Service Request)
 (PON = Purchase Order Number)

Total ASRs Submitted: 19
 Total FOCs Received Within 48 Hours: 1
 Percent of FOCs Received Within 48 Hours: 5%

CUSTOMER	Customer PON	ASR TO BELL	FOC Received	Number of Business Days From ASR To FOC	Actual Migration Complete
Customer A	N001895	04/04/97	04/10/97	5	05/12/97
Customer B	N001800	04/16/97	04/21/97	4	05/28/97
Customer C	N002008	04/24/97	04/28/97	3	04/29/97
Customer D	N001100A	04/02/97	04/10/97	6	04/26/97
Customer E	N001100	04/02/97	04/10/97	7	04/21/97
Customer F	N001574	04/07/97	04/11/97	5	04/23/97
Customer G	N004310	04/14/97	04/18/97	5	06/25/97
Customer H	N006062B	04/10/97	04/16/97	5	04/28/97
Customer I	N000155	03/31/97	04/08/97	7	04/18/97
Customer J	N010883	04/07/97	04/14/97	6	05/05/97
Customer K	N005280	04/10/97	04/15/97	4	04/17/97
Customer L	N006462	04/16/97	04/21/97	4	05/01/97
Customer M	N007200A,B	03/17/97	04/09/97	18	04/18/97
Customer N	N007491	04/04/97	04/09/97	4	04/15/97
Customer O	N004576	04/04/97	04/09/97	4	04/17/97
Customer P	N00744A	04/01/97	04/09/97	7	04/14/97
Customer Q	C000555	04/14/97	04/22/97	7	04/23/97
Customer R	N005200	04/08/97	04/16/97	7	04/24/97

EXHIBIT "H"

(ER 48 HOURS)

Total ASRs Submitted: 16
Total FOCs Received Within 48 Hours: 8
Percent of FOCs Received Within 48 Hours: 50%

[illegible]

BellSouth FOC Problems **June 1997**

June 1997

FOC PROBLEMS (OVER 48 HOURS)

(FOC = Firm Order Confirmation)
 (ASR = Access Service Request)
 (PON = Purchase Order Number)

Total ASRs Submitted: 15
 Total FOCs Received Within 48 Hours: 4
 Percent of FOCs Received Within 48 Hours: 27%

CUSTOMER	PON	ASR FO REF	FOC Received	Number of Business Days From ASR to FOC	Actual Completion Date
Customer A	barr.ds1	06/24/97	06/26/97	3	06/01/97
Customer B	N002681	05/23/97	06/02/97	6	06/20/97
Customer C	central.ds0	06/17/97	06/27/97	9	07/03/97
Customer D	N005750	05/30/97	06/04/97	4	06/12/97
Customer E	N005052	06/05/97	06/09/97	3	06/24/97
Customer F	N007900B	06/05/97	06/11/97	5	07/18/97
Customer G	lakehl.ds0	06/17/97	06/23/97	4	07/12/97
Customer H	N007900A	06/05/97	06/11/97	5	07/18/97
Customer I	story.ds0	06/05/97	06/11/97	5	07/15/97
Customer J	N009146	06/11/97	06/25/97	11	06/19/97
Customer K	C009145/46	06/11/97	06/20/97	11	06/27/97

July 1997

(FOC = Firm Order Confirmation)
(ASR = Access Service Request)
(PON = Purchase Order Number)

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EXHIBIT "H"

BellSouth FOC Problems August 1997

August 1997

FOC PROBLEMS (OVER 48 HOURS)

(FOC = Firm Order Confirmation)
(ASR = Access Service Request)
(PON = Purchase Order Number)

Total ASRs Submitted: 13
Total FOCs Received Within 48 Hours: 7
Percent of FOCs Received Within 48 Hours: 54%

[illegible]

BellSouth FOC Problems September 1997

September 1997

FOC PROBLEMS (OVER 48 HOURS)

(FOC = Firm Order Confirmation)

(ASR = Access Service Request)

(PON = Purchase Order Number)

Total ASRs Submitted: 12

Total FOCs Received Within 48 Hours: 7

Percent of FOCs Received Within 48 Hours: 58%

^A This was a verbal FOC, paper not received.

^B BellSouth did not submit FOC due to their policy on Access orders. When BellSouth receives an order for access service instead of an unbundled loop, the order is worked through BellSouth's ICSC Department. The ICSC Department's policy is not return FOC, when the request is 0-4 prior to the migration date. Instead, they commit to the expedite processing the order the day the order is received and Sprint is to be notified 24 hours prior to the migration date of any facility problems.

If BellSouth receives an order for access service (which will be worked by their ICSC Department) 5 days or more prior to the migration date the ICSC Department will then issue an FOC. As detailed, in September's Facility Problems, BellSouth's system is flawed, as they failed in their commitment to notify Sprint 24 hours prior to migration of facility problems. Therefore, without receipt of an FOC when any ASR is submitted to BellSouth, Sprint cannot be guaranteed of facility availability prior to migration date.

CUSTOMER	Customer PON	ASR TO BELL	FOC Received	Number of Business Days From ASR To FOC	Actual Migration Complete
Customer A	Control.bri	09/15/97	09/18/97	3	09/26/97
Customer B	N001950	09/25/97	09/29/97	4	09/30/97
^A Customer C	NSIGT10	09/26/97	10/01/97	5	10/01/97
^B Customer D	OTC.ds1	09/23/97	NO FOC	^B Did not receive FOC	10/02/97
^B Customer E	Access.ds1	09/12/97	No FOC	^B Did not receive FOC	09/22/97

EXHIBIT “I”

Customer	Customer PON	ASR TO BELL	FDC Received	Number Of Business Days from ASR to FO	Original ODDD	Actual Migration Complete	Remarks
Customer A (Continued)							o 4/18 - Dunn called BellSouth's ICSC to follow-up the order and was informed by the BellSouth representative that there was still a facility delay.
							o 4/21 - Dunn called BellSouth's ICSC to follow-up the order and was informed that there was no repeater in the field. Dunn was told that BellSouth did not know if the customer or Sprint would be responsible for paying for the repeater.
							o 4/23 - Dunn during conversation with Rick LaGrange, BellSouth Project Manager, who confirmed that the order looked OK and advised Dunn to contact BellSouth's ICSC group to check the order again.
							o 4/25/97 - Dunn called Linda McGrue, BellSouth to find out when the circuits would be ready. Dunn called McGrue on a Friday, after 4:30 p.m., McGrue returned the call to let Dunn know that the engineers were gone for the day and she would follow up on Monday.
							o 4/28/97 - McGrue called Dunn and advised her that the repeater was in and a BellSouth technician would be dispatched on 4/29 to install it.
							o 4/29/97 - The BellSouth technician installed the repeater, however, did not complete the circuit installation. Also, a smart jack was not installed.

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EXHIBIT "I"

BellSouth FACILITIES PROBLEMS

May 1997

EXHIBIT "I"
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(FOC = Firm Order Confirmation)
(ASR = Access Service Request)
(PON = Purchase Order Number)

Customer	Customer PON	ASR TO BELL	FOC Received	Number Of Business Days From ASR to FOC	Original EOOD	Actual Migration Complete	Remarks
Customer A	N005750	*4/18/97	06/02/97	4	05/06/97	06/12/97	o BellSouth notified Sprint facilities were not available.
		*Supplemental ASR submitted on 4/29/97 changing due date to 6/12/97.					
							o Because of the facility problem the due date was changed to 6/16/97.
							o The customer did not accept the due date change and the due date was changed to 6/12/97.
							o Migration of the customer was completed on 6/12/97.
Customer B	N000255	*4/18/97			04/29/97	05/06/97	o The BellSouth technician either did not terminate circuit at the demarcation or did not tag the circuit.
		*Supplemental ASR submitted on 4/18/97 changing due date to 5/2/					
							Neither Sprint nor the customer could locate the circuit.

June 1997

Customer	Customer PON	ASR To Bell	FOC Received	Number Of Business Days from ASR to FOC	Original ODP	Actual Migration Complete	Remarks
Customer A	Part.DS01	**8/20/97	08/27/97	8	08/30/97	07/10/97	o 8/28/97 - The original due date
	Part.DS03	**8/20/97	08/27/97	8	08/30/97	07/10/97	was changed to 7/7/97. The
							change in due date was caused
	*ASR was supplemented on 7/01/97 to change due date to 7/07/97.						when Sprint had to send
	ASR was supplemented on 7/03/97 to change due date to 7/10/97.						BellSouth a Supplemental
							Carrier Facility Assignment (CFA)
	**ASR was supplemented on 7/03/97 to change the due date to 7/10/97.						because Sprint's assignment on
							the original CFA was incorrect
							Also, the due date was changed
							because BellSouth could not
							complete the engineering in
							time for the original due date.
							Sprint contacted customer
							- customer agreed to change.

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Customer	Account ID	ASR Number	Date ASR was received	Date ASR was resolved	Number of attempts	Comments
Customer A (Continued)						
						o 7/3/97 - Because of BellSouth's facility problem, the due date was changed again to 7/10/97.
						o 7/8/97 - 8:00 a.m. - customer called Sprint to report their number was out-of-service, callers were receiving a "disconnected" recording. Sprint reported the problem to BellSouth's Unbundled Network Element (UNE) Center.
						o 7/8/97 - BellSouth disconnected customer prior to the scheduled migration date of 7/10/97. BellSouth restored the customer's service.
Customer B	Park OS02	6/20/97	06/27/97		6	o 7/10/97 - Due to a BellSouth facility problem, due date was changed from 6/30/97 to 7/8/97.
						*ASR was supplemented on 7/20/97 to change the due date to 7/10/97.
						o 7/20/97 - Because of BellSouth's facility problem, the due date was changed again, to 7/10/97.
						o 7/8/97 - BellSouth disconnected the Customer in error, this was done prior to the scheduled migration of 7/10. BellSouth reconnected the customer.